

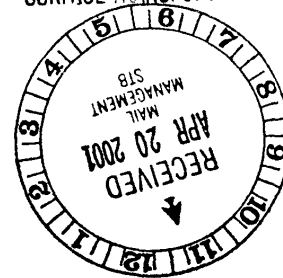


Joseph Transportation Services, Inc.
a subsidiary of Joseph Transportation

RECORDATION NO. 22758-A FILED

APR 24 '01 2:00 PM

SURFACE TRANSPORTATION BOARD



16 April 2001

Ms. Taledia Stokes
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Ms. Stokes:

Please find enclosed, one (1) original and one (1) certified copy of the Memorandum of Amendment dated as of April 5, 2001, between the following parties:

Lessee: Chemical Lime Company of Arizona
3700 Hulen
Fort Worth, Texas 76107

Lessor: Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, seventy-five (75) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment dated April 5, 2001 related to seventy-five (75) railcars bearing reporting marks DJTX 70900-70974, inclusive.

Please file this as a secondary document under the Recordation Number 22758-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 22758.

The filing fee for this document in the amount of \$28.00, is included in the enclosed check #15060. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 345-4408.

Sincerely,

Joseph Transportation Services, Inc.
(formerly DJJ Transportation Services, Inc.)

Mary Jo Colebrook
Contract Manager

Enclosures

RECORDATION NO. 22758-A FILED

**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

APR 24 '01 2:00 PM

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT** ("Memorandum of Amendment No. 1") entered into this 5th day of April, 2001, is intended to evidence the amendment dated as of April 5, 2001 (the "Amendment No. 1"), between **JOSEPH TRANSPORTATION SERVICES, INC.** (formerly known as DJJ Transportation Services, Inc.), a Delaware corporation, ("Lessor"), and **CHEMICAL LIME COMPANY OF ARIZONA**, an Arizona corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the seventy-five (75) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

FURTHER, the Memorandum of Railroad Equipment Lease (the "Memorandum") dated November 11, 1999, between Lessor and Lessee, was duly filed with the Surface Transportation Board ("STB") on February 15, 2000 with Recordation No. 22758. This Memorandum of Lease Amendment No. 1 should receive Recordation No. 22758-A.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

JOSEPH TRANSPORTATION SERVICES, INC. CHEMICAL LIME OF ARIZONA

By: 

Name: Gregory M. Leugers

Title: Vice President

Date: April 5, 2001

By: 

Name: Mark P. Juszli

Title: Director of Logistics

Date: April 5, 2001

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 5th day of April, 2001,
by Gregory M. Leugers, the Vice President of Joseph Transportation Services, Inc., a
Delaware corporation, on behalf of the corporation.

My Commission expires:

February 20, 2006

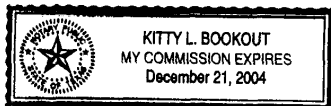
Barbara A. Brzezicki
Notary Public



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

STATE OF TEXAS)
)
COUNTY OF TARRANT) SS:

The foregoing instrument was acknowledged before me this 5 day of April,
2001, by Mark P. Juszli, the Director of Logistics of Chemical Lime Company of Arizona,
and Arizona corporation, on behalf of the corporation.



Kitty L. Bookout
Notary Public

My Commission expires:

12/21/2004

EXHIBIT A

To the Memorandum of Amendment No. 1 dated April 5, 2000, between Joseph Transportation Services, Inc. and Chemical Lime Company of Arizona

DESCRIPTION OF UNITS

Seventy-five (75) railcars bearing reporting marks DJTX 70900 – 70974, inclusive such seventy-five (75) Units were restencilled to DJTX 70900 – 70974, inclusive, from ENDX 49600 - 79718, sproadic following tender by Lessor to the Delivery Points identified in Exhibit C of the Lease.